

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors. <sup>1</sup>	:
-----X	

Chapter 11  
Case No. 18-23538 (RDD)  
(Jointly Administered)

**AFFIDAVIT AND DISCLOSURE STATEMENT OF KARL G. POPOWICS,  
ON BEHALF OF GOODIN ABERNATHY, LLP**

STATE OF INDIANA       )  
                              ) s.s.:  
COUNTY OF MARION     )

Karl G. Popowics, being duly sworn, upon his oath, deposes and says as follows:

1. I am partner of GOODIN ABERNATHY, LLP, located at 301 East 38<sup>th</sup> Street, Indianapolis, Indiana 46205 (the "Firm").
2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings, Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofar LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); SII Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the "Services").

3. The Services include, but are not limited to, the following: 1) providing attorney representation to the Debtors in Indiana worker compensation claims; and 2) providing attorney representation to the Debtors in liability claims brought against the Debtors in Indiana by individuals alleging they sustained personal injuries caused by the Debtors.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

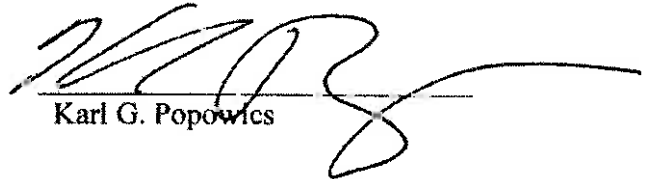
5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

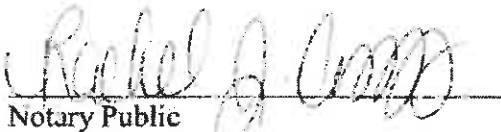
7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$3,234.97 in respect of prepetition services rendered to the Debtors.

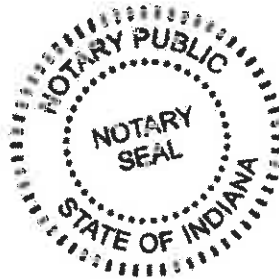
8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on November 19, 2018, at GOODIN ABERNATHY, LLP.

  
Karl G. Popowics

SWORN TO AND SUBSCRIBED before  
Me this 19th day of November, 2018

  
Notary Public



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
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<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
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<b>Debtors.<sup>1</sup></b>	:
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**Chapter 11**  
**Case No. 18-23538 (RDD)**  
**(Jointly Administered)**

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

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1. Name and address of professional:

Karl G. Popowics  
GOODIN ABERNATHY, LLP  
301 East 38<sup>th</sup> Street  
Indianapolis, IN 46205

2. Date of retention: Goodin Abernathy, LLP formerly known as Goodin Kraege Abernathy & Miller, began representing Kmart Corporation on or about 1984 when the original law firm was formed. After the Sears Holdings Corporation was formed in around 2004, the firm continued to perform work for Kmart Corporation but also performed work for various Sears entities.
3. Type of services to be provided: Legal Representation.
4. Brief description of services to be provided: 1) providing attorney representation to the Debtors in Indiana worker compensation claims; and 2) providing attorney representation to the Debtors in liability claims brought against the Debtors in Indiana by individuals alleging they sustained personal injuries caused by the Debtors.
5. Arrangements for compensation (hourly, contingent, etc.): \$125/hour partner, \$115/hour associate, and \$75/hour paralegal.
- (a) Average hourly rate (if applicable): N/A.

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition): \$1,500/month

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$3,234.97

Date claim arose: October 15, 2018

Nature of claim: Unpaid-outstanding invoices for legal fees.

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: None.

Status: N/A

Amount of claim: N/A

Date claim arose: N/A

Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed: None.

9. Name and title of individual completing this form:

Karl G. Popowics, attorney/partner GOODIN ABERNATHY, LLP

Dated: January 23, 2019.